

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)



Order Filed June 4, 2024 on
by Clerk
U.S. Bankruptcy Court
District of New Jersey

In Re:

Rite Aid Corporation

Case No.: 23-18993

Chapter: _____

Judge: Michael B. Kaplan

THIRTEENTH ORDER APPROVING THE REJECTION
OF CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED
LEASES AND THE ABANDONMENT OF CERTAIN PERSONAL PROPERTY, IF ANY

The relief set forth on the following page is **ORDERED**.

DATED: June 4, 2024



Honorable Michael B. Kaplan
United States Bankruptcy Judge

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Thirteenth Order Approving the Rejection of Certain Executory Contracts and/or Unexpired Leases and the Abandonment of Certain Personal Property, If Any

Upon the *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and (II) Granting Related Relief* (the “Procedures Order”)¹ [Docket No. 702] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and the Court having jurisdiction over this matter and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the matter in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served a Rejection Notice on each applicable party as set forth in the Rejection Schedule, attached hereto as Schedule 1, in accordance with the terms of the Procedures Order; and no timely objections having been filed to the Rejection of such Contracts; and due and proper notice of the Procedures Order and the Rejection Notice having been provided to each applicable Rejection Counterparty as set forth in the Rejection Schedule and it appearing that no other notice need be provided; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Contracts listed on the Rejection Schedule attached hereto as Schedule 1, unless otherwise marked as “Adjourned,” are rejected under section 365 of the Bankruptcy Code effective as of the later of the Rejection Date listed on Schedule 1 or such other date as the Debtors and the applicable Rejection Counterparty agrees; *provided* that the Rejection Date for a rejection

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Procedures Order.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Thirteenth Order Approving the Rejection of Certain Executory Contracts and/or Unexpired Leases and the Abandonment of Certain Personal Property, If Any

of a lease of nonresidential real property shall not occur until the later of (i) the Rejection Date set forth on **Schedule 1** and (ii) the date the Debtors relinquish control of the premises by (A) notifying the affected landlord in writing, with email being sufficient, of the Debtors' surrender of the premises and turning over keys, key codes, and security codes, if any, to the affected landlord or (B) notifying the affected landlord in writing, with email being sufficient, of the Debtors' surrender of the premises that the keys, key codes, and security codes, if any, are not available, but the landlord may rekey the leased premises.

2. The Debtors are authorized, but not directed, at any time on or before the applicable Rejection Date, to remove or abandon any of the Debtors' personal property that may be located on the Debtors' leased premises that are subject to a rejected Contract; *provided, however*, that (i) nothing shall modify any requirement under applicable law with respect to the removal of any hazardous materials as defined under the applicable law from any of the Debtors' leased premises, (ii) to the extent the Debtors seek to abandon personal property that contains "personally identifiable information," as that term is defined in section 101(41A) of the Bankruptcy Code (the "PII"), the Debtors shall remove the PII from such personal property before abandonment, and (iii) the Debtors shall not abandon any medications or medicines. The property will be deemed abandoned pursuant to section 554 of the Bankruptcy Code, as is, effective as of the Rejection Date. For the avoidance of doubt, and absent any sustained objection as it relates to property at a particular premises, any and all property located on the Debtors' leased premises on the Rejection Date of the applicable lease of nonresidential real property shall be deemed abandoned pursuant to section 554 of the Bankruptcy Code, as is, effective as of the Rejection Date. Landlords may,

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in their sole discretion and without further notice or order of this Court, utilize and/or dispose of such property without notice or liability to the Debtors or third parties and, to the extent applicable, the automatic stay is modified to allow such disposition.

3. Notwithstanding the foregoing, the Debtors' abandonment of their interests in any equipment or other Personal Property belonging to PepsiCo, Inc. its affiliates, or affiliated bottlers (collectively, the "Pepsi Entities") shall not sever or otherwise impact any ownership interest of the Pepsi Entities in any equipment or Personal Property being abandoned.

4. Claims arising out of the rejection of Contracts, if any, must be filed on or before the later of (i) the deadline for filing proofs of claim established in these chapter 11 cases, if any, and (ii) thirty days after the later of (A) the date of entry of this Order approving rejection of the applicable Contract, and (b) the Rejection Date. If no proof of claim is timely filed, such claimant shall be forever barred from asserting a claim for damages arising from the rejection and from participating in any distributions on such a claim that may be made in connection with these chapter 11 cases.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order and the rejection without further order from this Court.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Schedule 1

Rejected Contracts¹

¹ For the avoidance of doubt, the Contracts referenced herein include any ancillary documents, including guaranties or assignments thereof, and any amendments, modifications, subleases, or termination agreements related thereto. The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract, or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.

No.	Non-Debtor Counterparty	Counterparty Address	Contract Description	Debtor Party	Store or Surplus #	Location Address	Rejection Effective Date	Abandoned Personal Property	Adjourned
1	GARFIELD BUILDING, L.L.C.	39533 WOODWARD AVE., #310, BLOOMFIELD HILLS, MI 48304	UNEXPIRED LEASE	RITE AID OF MICHIGAN, INC.	4595	4612 WOODWARD AVENUE, DETROIT, MI 48201	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	
2	VISHWAJEET PURI	9576 CRABAPPLE CT, PLAIN CITY, OH 43064	UNEXPIRED LEASE	RITE AID OF OHIO, INC.	256	1081 MOUNT VERNON AVENUE, MARION, OH 43302	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	
3	PACIFIC REALTY ASSOCIATES, L.P.	15350 SW SEQUOIA PARKWAY, SUITE 300, PORTLAND, OR 97224	UNEXPIRED LEASE	THRIFTY PAYLESS, INC.	6795	1670 GARNET AVE, SAN DIEGO, CA 92109	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	
4	SHADRALL NEW BRUNSWICK LP	50 TICE BLVD, STE 320, WOODCLIFF LAKE, NJ 07677	UNEXPIRED LEASE	RITE AID OF NEW JERSEY, INC.	407	366 GEORGE STREET, NEW BRUNSWICK, NJ 08901	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	
5	LOS ALTOS XXXIII LP	1201 N MAGNOLIA AVE ANAHEIM, CA 92618	UNEXPIRED LEASE	THRIFTY PAYLESS, INC.	5484	9715 OTIS STREET, SOUTHGATE, CA 90280	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	
6	29555 SW BOONES FERRY ROAD, LLC	3347 MICHELSON DR, STE 200, IRVINE, CA 92612	UNEXPIRED LEASE	THRIFTY PAYLESS, INC.	80	29555 S.W. BOONES FERRY ROAD, WILSONVILLE, OR 97070	4/30/2024	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES	ADJOURNED